

## NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the Members of the Company will be held on Monday, October 31, 2011, at 11.00 a.m. at the Registered Office of the Company at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan-301019 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the Financial Year ended June 30, 2011, the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the Financial Year ended June 30, 2011.
3. To appoint a Director in place of Mr. Akshay Poddar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jyoti Sagar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on such remuneration and reimbursement of out-of-pocket expenses as the Board of Directors may decide.

### SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification/s, if any, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Nayantara Bali, who was appointed as an Additional Director of the Company on August 26, 2011, by the Board of Directors in terms of Section 260 of the Companies Act, 1956, and who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To consider and, if thought fit, to pass with or without modification/s, if any, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions of the Companies Act 1956, in conformity with the Articles of Association of the Company, in supersession of all the earlier General Meeting resolutions on the subject and subject to the final approval of the Central Government, approval of the Company be and is hereby accorded for waiver of recovery from the Non-Executive

Directors of the respective amounts of commission paid to them in excess of one percent of the net profits of the Company for the Financial Year ended June 30, 2011, as enumerated in the Explanatory Statement annexed hereto in accordance with Section 173(2) of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/or a Committee hereof, constituted by the Board in this regard, be and is hereby authorized to do all such acts, deeds and take such action, as may be considered necessary to give effect to the above resolution.”

**By Order of the Board of Directors**

**Deepak Acharya**  
Company Secretary

Mumbai  
August 26, 2011

**Registered Office:**  
SPA-65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Dist. Alwar),  
Rajasthan-301019

### NOTES

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos. 6 and 7 is annexed hereto and forms a part of this Notice.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy(ies) to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies, to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.** Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A proxy may not vote except on a poll.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Monday, October 24, 2011 to Monday, October 31, 2011** (both days inclusive), for the purpose of payment of dividend to those Members whose names stand on the Register of Members as on October 31, 2011. The dividend in respect of Dematerialized Shares will be payable to the beneficial owners of the Dematerialized Shares as at the end of business hours on October 30, 2011 as per details furnished by the Depositories for this purpose.

4. The dividend on Equity Shares as recommended by the Directors for the Financial Year ended June 30, 2011, will be paid on or around November 7, 2011 in accordance with the resolution to be passed by the Members of the Company.

5. As per RBI notification, with effect from October 1, 2009 the remittance of money through ECS is replaced by the National Electronic Clearing Services (NECS) and Banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new unique Bank Account number, allotted by Banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.

In this regard, shareholders holding shares in electronic form are requested to furnish their new 10-digit bank account numbers allotted by their respective Banks (after implementation of CBS), along with a photocopy of a cheque pertaining to the concerned account, to their Depository Participants (DPs). Please send these details to the RTA, MAS Services Ltd., only if the shares are held in physical form, immediately.

6. Members holding Shares in Physical Form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020:

- (a) Bank Mandate with full particulars (as per details given in Sr. No. 7 below) for remittance of dividend directly into their Bank Accounts, if declared at the meeting;
- (b) Intimate changes, if any, in their address/name, bank details, NECS/ECS, mandates, nominations, power of attorney etc. at an early date;
- (c) Apply for consolidation of folios, if shareholdings are under multiple folios;
- (d) Quote their ledger folio numbers in all their correspondence;
- (e) Send their share certificates for consolidation;
- (f) Request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956.

Members holding shares in the Dematerialized (electronic) Form are requested to intimate the aforesaid changes directly to their Depository Participants (DPs), as applicable.

In terms of SEBI Circular dated April 27, 2007 furnishing of Permanent Account Number (PAN) has been made

mandatory for all transactions in the securities market. The demat accounts for which PAN details have not been verified are "suspended for debit" until the same is verified with the DPs. Further vide SEBI Circular dated July 29, 2010, such PAN non-compliant demat accounts shall also be "suspended for credit" in certain cases. Members who are holding shares in the Demat form and have not so far verified their PAN details with their respective DPs are requested to do so at the earliest.

7. To avoid incidents of fraudulent encashment of the warrants, Members are requested to intimate the RTA of the Company, under the signatures of the sole/first joint holder, the following information so that the Bank Account number and name and address of the Bank can be printed on the dividend warrant, if and when issued:

- (a) Name of sole/first joint holder and folio number.
- (b) Particulars of Bank Account viz:
  - (i) Name of Bank;
  - (ii) Name of branch;
  - (iii) Complete address of the Bank with the pin code number;
  - (iv) Account type, whether Savings or Current;
  - (v) Bank Account number allotted by the Bank.

8. In the case of Dematerialized Shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited (NSDL) and the Central Depositories Services (India) Limited (CDSL) ("the Depositories") to the Company and the Company cannot entertain any request for deletion/change of Bank details without confirmation from the Depositories. In this regard, Members are advised to contact their Depository Participants (DPs) and furnish them the particulars of any change(s) desired.

9. Non-resident Indian Members are requested to immediately inform to the Company or its RTA or the concerned DP, as the case may be, about the following:

- (a) The change in the residential status on return to India for permanent settlement;
- (b) The particulars of the NRE account with a Bank in India, if not furnished earlier.

10. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy

of PAN card of the transferee(s) alongwith the transfer deeds and share certificates at the time of lodgement of transfer of shares is now mandatory.

11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the Meeting.
12. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
13. Members are requested to address all correspondences, including Share Transfer documents and dividend matters to the Company's RTA, M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020. Tel: (011) 26387281-3; Fax: (011) 26387384; e-mail: [info@masserv.com](mailto:info@masserv.com).
14. An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. <http://www.pg-india.com>.
15. The Company has duly initiated the requisite steps for ensuring compliance with the new clause 5AII of the Listing Agreement with respect to shares lying unclaimed.
16. **Green Initiative:** The Ministry of Corporate Affairs (MCA) has issued a Circular No. 17/2011 dated April 24, 2011 and another Circular No. 18/2011 dated April 29, 2011 propagating the "Green Initiative" by allowing paperless compliances by serving documents through the electronic mode (e-mails). This will ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits. Keeping in view the underlying theme and the Circulars issued by MCA, we are in the course of sending henceforth all communications/documents including Notice calling General Meeting(s), Audited Financial Statements, Directors' Report, Auditors' Report etc. for the Financial Year 2010-11 onwards, in electronic form, to the email address provided/updated by you in

your demat account and made available to us by depositories.

The Company therefore had issued Letters and e-mails on August 1, 2011 to all the Members requesting them to exercise their option to receive the said communications/documents in the electronic form. Members holding shares in physical form are requested to register their respective e-mail ids with the Company's RTA at their Website [www.masserv.com](http://www.masserv.com). Members holding shares in the electronic form are requested to provide/update their e-mail ids to their respective Depository Participants (DPs). This Annual Report comprising of Notice, Audited Financial Statements, Directors' Report, Auditors' Report etc. has been sent in the electronic form to all the shareholders who have furnished their e-mail ids to the Company or updated/provided their e-mail ids to their respective DPs. Members may kindly note that they are entitled to be furnished, free of cost a printed copy of the Annual Report of the Company, upon receipt of requisition at any time. The communications/documents issued by the Company would also be made available on the Company's website: [www.pg-india.com](http://www.pg-india.com).

We request the Members to support the Green Initiative introduced by the MCA and make it a success.

17. Members' attention is drawn towards a Circular (Draft) that prohibits the Company from providing any thing other than tea, coffee, cold drink & snacks at the Annual General Meeting of the Company. Members are requested to take note of the same.

By Order of the Board of Directors

Deepak Acharya  
Company Secretary

Mumbai  
August 26, 2011

Registered Office:  
SPA-65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Dist. Alwar),  
Rajasthan - 301 019

**EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956)

**Item No. 6**

Ms. Nayantara Bali was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on August 26, 2011 under Article 99 of the Articles of Association of the Company pursuant to Section 260 of the Companies Act, 1956. Ms. Nayantara Bali holds office till the date of ensuing Twenty-Seventh Annual General Meeting.

Ms. Bali, a Bachelor of Economics from Madras University and a Post Graduate Diploma holder in Management from the Indian Institute of Management, Ahmedabad, is the Vice President, Asia Male Grooming of the P&G Group. Ms. Bali is conscientious for leading the Company’s Growth with Asian men by leveraging iconic brands like *Gillette, Old Spice*, across shaving, and all male personal care needs.

Ms. Bali joined the P&G Group in India in the year 1988. Ms. Bali has worked across multiple categories in Asia, including Feminine Care, Baby Care, Fabric Care, Personal Cleansing, Hair Care and most recently Male Grooming. Ms. Bali has also worked as Marketing function head for the region to develop core marketing capabilities. In 2002 Ms. Bali moved to Singapore as General Manager and has led the regional Baby & Feminine Care and Hair businesses. In July 2009, Ms. Bali moved to Male Grooming as head of the Asia region.

Ms. Bali is known as a Marketing expert and often is a judge or panelist on Asia marketing forums like Asia Media Effectiveness, Spikes, etc. She has a passion for developing Asian talent, especially Asian women and actively mentors many people both within and outside P&G.

Other details of Ms. Nayantara Bali including her Directorships and Board Committee memberships of Public Limited Companies in India are given in the Corporate Governance Section of this Annual Report.

A notice under Section 257 of the Companies Act, 1956 together with a deposit of ₹ 500/- has been received from a Member proposing her candidature for the office of Director liable to retire by rotation. Consent of Ms. Nayantara Bali under Section 264(1) of the Companies Act, 1956 to act as a Director has been duly filed. Ms. Nayantara Bali does not hold any shares in the Company.

The Board recommends the appointment of Ms. Nayantara Bali as a Director of the Company.

None of the Directors except Ms. Nayantara Bali is concerned or interested in the said resolution.

**Item No. 7**

At the 24th Annual General Meeting held on October 22, 2008, a Special Resolution had been passed according approval for the payment of commission upto 1% of the net profits per annum (maximum permissible by the Companies Act, 1956) in the aggregate to the Non-Executive Directors of the Company. The said resolution had also empowered the Board of Directors and/or a Committee thereof to fix

the quantum of commission payable to each of the Non-Executive Directors and to also determine the period for which the said commission is payable. The said Special Resolution is effective for a period of five years w.e.f. January 1, 2008. Accordingly the Board of Directors had at their meeting held on October 29, 2010 accorded approval for payment of commission to the Non-Executive Directors in respect of the F.Y. 2010-11 within the said limit of one percent. As per the past Practice, the said amounts of commission have already been paid to the Non-Executive Directors on June 30, 2011.

However, on the finalization and audit of the Annual Financial Statements of the Company for the F.Y. ended June 30, 2011 it has emanated that the aggregate of the amount of the said commission (₹ 16,000,000/-) paid to the Non-Executive Directors exceeds the maximum payable amount of ₹ 13,859,035/- by ₹ 2,140,965/-.

**Details in this regard are given here below:**

Sr. No.	Non-Executive Director’s Name	Remuneration Paid	Proportion	Permissible Amount	Shortfall to be approved
1	Mr. S. K. Poddar	10,000,000	62.5	8,661,895	1,338,105
2	Mr. C. R. Dua	1,000,000	6.25	866,190	133,810
3	Mr. Gurucharan Das	1,000,000	6.25	866,190	133,810
4	Mr. Akshay Poddar	1,000,000	6.25	866,190	133,810
5	Mr. Jyoti Sagar	1,000,000	6.25	866,190	133,810
6	Mr. Anil Kumar Gupta	1,000,000	6.25	866,190	133,810
7	Mr. Banshi S. Mehta	1,000,000	6.25	866,190	133,810
		16,000,000		13,859,035	2,140,965

In terms of the provisions of Section 309 and other applicable provisions of the Companies Act, 1956 waiver of recovery of this excess amount needs prior approval from the Central Government. The Company proposes to apply to the Central Government for the said purpose. Till the date of receipt of the final approval from the Central Government the said excess amounts of commission shall be held in trust by the Non-Executive Directors. (Refer Note B5 of Schedule 17 forming part of the Financial Statements).

The Board recommends the passing of the aforesaid Special Resolution.

All the Non-Executive Directors of the Company aforementioned are deemed to be interested and concerned in this item of business.

**By Order of the Board of Directors**

**Deepak Acharya**  
Company Secretary

Mumbai  
August 26, 2011

**Registered Office:**  
SPA-65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Dist. Alwar),  
Rajasthan - 301 019

**Details of Directors seeking re-appointment at the forthcoming  
Annual General Meeting (in pursuance to Clause 49IV(G) of the Listing Agreement)**

<b>Name of Director</b>	<b>Mr. Akshay Poddar</b>	<b>Mr. Jyoti Sagar</b>	<b>Ms. Nayantara Bali</b>
<b>Age</b>	35 years	58 years	45 years
<b>Date of appointment on the Board</b>	February 9, 2000	August 29, 2008	August 26, 2011
<b>Expertise in specific field</b>	General Management	Law	Marketing Expert with P&G.
<b>Names of other Companies in which he/she holds Directorships</b>	<p><b>Public Limited Companies in India</b></p> <p>(i) Adventz Securities Enterprises Ltd. – Managing Director</p> <p>(ii) Adventz Investments and Holdings Ltd. – Managing Director</p> <p>(iii) Texmaco Ltd.</p> <p>(iv) Syndak Teatech Ltd.</p> <p>(v) Gobind Sugar Mills Ltd.</p> <p>(vi) Paradeep Phosphates Ltd.</p> <p>(vii) Lionel Edwards Ltd.</p> <p>(viii) Style Spa Furniture Ltd.</p> <p>(ix) New Eros Tradecom Ltd.</p> <p><b>Private Limited Companies in India</b></p> <p>(x) Poddar Heritage Finance Pvt. Ltd.</p> <p>(xi) Abhishek Holdings Pvt. Ltd.</p> <p>(xii) Academiam Sales Pvt. Ltd.</p> <p>(xiii) Fulford Vinimay Pvt. Ltd.</p> <p>(xiv) Greenland Trading Pvt. Ltd.</p> <p>(xv) Indrakshi Trading Co. Pvt. Ltd.</p> <p><b>Companies Outside India</b></p> <p>(xvi) Planon Group Ltd.</p> <p>(xvii) Coltrane Corporation Ltd.</p> <p>(xviii) Globalware Holdings Ltd.</p> <p>(xix) CFCL Technologies Ltd.</p> <p><b>Others</b></p> <p>(xx) YPO (Calcutta)</p>	NIL	NIL

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance to Clause 49IV(G) of the Listing Agreement)**

<b>Name of Director</b>	<b>Mr. Akshay Poddar</b>	<b>Mr. Jyoti Sagar</b>	<b>Ms. Nayantara Bali</b>
<b>Chairman/Member of the Committee(s) of the Board of Directors of the Company</b>	Remuneration Committee – Member Share Transfer and Shareholders’/Investors’ Grievance Committee – Chairman	Audit Committee – Member	NIL
<b>Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/ she is a Director.</b>	(i) Audit Committee Member – Gobind Sugar Mills Ltd. (ii) Investors’/Shareholders’ Grievance Committee Chairman – Adventz Securities Enterprises Ltd. (Formerly known as Poddar Heritage Corp. Ltd.) (iii) Investors’/Shareholders’ Grievance Committee Member – Adventz Investments and Holdings Ltd. (Formerly Poddar Heritage Investments Ltd.) (iv) Audit Committee Chairman – Paradeep Phosphates Ltd. (v) Audit Committee Member – Texmaco Ltd. (vi) Investors’/Shareholders’ Grievance Committee Member – Texmaco Ltd.	NIL	NIL
<b>Shareholding in the Company</b>	76,923	NIL	NIL

## Gillette India Limited

Regd. Office: SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan-301 019

### ATTENDANCE SLIP

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Twenty-Seventh ANNUAL GENERAL MEETING of the Members of the Company at the Registered Office of the Company at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan on **Monday, October 31, 2011 at 11.00 a.m.**

Name of the attending member.....  
(in Block letters)

Member's Folio No./DP ID/(Client ID).....

Name of Proxy.....  
(in Block Letters, to be filled in if the proxy attends instead of the member)

No. of Shares held.....

\*Member's/Proxy's Signature

\* To be signed at the time of handing over the slip.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING. NO DUPLICATE WILL BE ISSUED.

CUT HERE

## Gillette India Limited

Regd Office: SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan-301 019

### PROXY FORM

Folio No./DP ID/(Client ID) .....

I/We.....of.....

in the district of .....being a member/members of

**Gillette India Limited** hereby appoint .....

of.....in the district of.....

or failing him.....of.....

in the district of .....as my/our proxy to attend and vote for me/us, on my/our behalf at the Twenty-Seventh ANNUAL GENERAL MEETING of the Members of the Company to be held on **Monday, October 31, 2011 at 11.00 a.m.** at the Registered Office of the Company at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan and at any adjournment thereof.

Signed this .....day of..... 2011

Signature(s).....

Affix  
0.15 p.  
revenue  
stamp

**Note:** This proxy form duly completed and signed, should be deposited at the registered office of the Company not later than 48 hours before the time of the meeting.